

EXHIBIT D

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, : PROMESA
as representative of : Title III
THE COMMONWEALTH OF PUERTO RICO *et al.*, : Case No. 17-BK-3283 (LTS)
Debtors.¹ : (Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, : PROMESA
as representative of : Title III
PUERTO RICO ELECTRIC POWER AUTHORITY : **This document relates only to**
Debtor. : **Case No. 17-BK-4780 (LTS)**

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS' FIRST SUPPLEMENTAL
AMENDED NOTICE OF DEPOSITION TO PUERTO RICO ELECTRIC POWER
AUTHORITY IN CONNECTION WITH PREPA RSA RULE 9019 MOTION
PURSUANT TO FED. R. CIV. P. 30(B)(6)**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

PLEASE TAKE NOTICE that, pursuant to Rules 26 and 30 of the Federal Rules of Civil Procedure, made applicable to these proceedings pursuant to Rules 7026, 7030 and 9014 of the Federal Rules of Bankruptcy Procedure, the Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “Committee”) will take the deposition upon oral examination of Puerto Rico Electric Power Authority (“PREPA”) on the topics referenced in the accompanying rider. This deposition will commence on a date to be determined at the offices of Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019. The deposition will be taken pursuant to all applicable rules of the Court before a notary public or other such person authorized by law to administer oaths. The deposition will be recorded by stenographic means and video.

PURSUANT TO Fed. R. Civ. P. 30(b)(6), PREPA must designate one or more officers, directors, or managing agents, or other persons who consent to testify on their behalf with respect to the matters set forth in the attached Schedule A. The Committee requests that at least five days prior to the deposition, PREPA identify the person(s) designated for each topic identified in Schedule A and produce all documents responsive to these topics, to the extent such documents have not already been produced.

[Remainder of page intentionally left blank.]

Dated: July 16, 2019
San Juan, Puerto Rico

/s/ Nicholas A. Bassett

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- and -

/s/ Juan J. Casillas Ayala

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*Local Counsel to the Official Committee of
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for COFINA)*

SCHEDULE A: PREPA 30(B)(6) RIDER

DEFINITIONS²

1. “PREPA”, “You” or “Your” means and refers to Puerto Rico Electric Power Authority and any of its affiliates, parents, subsidiaries, partners, associates, divisions, agencies, instrumentalities, departments, offices, officers, directors, shareholders, members, agents, attorneys, representatives, employees, predecessors or successors in interest and/or anyone acting on PREPA’s behalf.
2. “Rate Motion” means and refers to *PREPA’s Conditional Motion to Make an Offsetting Change in Base Rate Charges* filed in *In re the Puerto Rico Electric Power Authority*, No. CEPR-AAP-2015-0001 (P.R. Pub. Serv. Regulatory Bd., P.R. Energy Bureau July 3, 2019) attached hereto as Exhibit 1.

3. “Communication” includes every manner of transmitting or receiving facts, information, opinions, or thoughts from one person to another person, whether orally, by documents, writing, e-mail, text message, web messaging, or any other form of instant messaging, or a copy thereof, and to words transmitted by telephone, radio, or any method of voice recording.

TOPICS OF EXAMINATION

1. The Documents produced in response to the *Official Committee Of Unsecured Creditors’ Third Set Of Document Requests To Financial Oversight And Management Board For Puerto Rico, Puerto Rico Fiscal Agency And Financial Advisory Authority, And Puerto Rico Electric Power Authority In Connection With Joint Motion Of Puerto Rico Electric Power Authority And AAFAF Pursuant To Bankruptcy Code Sections 362, 502, 922, And 928, And Bankruptcy Rules 3012(A)(I) And 9019 For Order Approving Settlements Embodied In*

² Capitalized terms not otherwise defined herein shall have the meanings set forth in the Rule 9019 Motion.

Restructuring Support Agreement And Tolling Certain Limitations Periods either (i) by PREPA or (ii) on PREPA's behalf.

2. The Rate Motion, including: (i) the timing of the filing, (ii) the relief sought in the Rate Motion, and (iii) Communications by PREPA regarding the foregoing.

NSP - SECRETARIA
NEGOCIADO DE ENERGIA
DE PUERTO RICO

COMMONWEALTH OF PUERTO RICO
PUBLIC SERVICE REGULATORY BOARD 2019 JUL -3 PM 3:46
PUERTO RICO ENERGY BUREAU

IN RE: THE PUERTO RICO ELECTRIC
POWER AUTHORITY
INITIAL RATE REVIEW

NO. CEPR-AP-2015-0001

SUBJECT: PREPA's Conditional Motion
to Make an Offsetting Change in Base
Rate Charges

**PREPA'S CONDITIONAL MOTION TO MAKE AN
OFFSETTING CHANGE IN BASE RATE CHARGES**

The Puerto Rico Electric Power Authority ("PREPA") hereby respectfully submits to the Puerto Rico Energy Bureau (the "Energy Bureau")¹ this Conditional Motion to Make an Offsetting Change in Base Rate Charges.

1. On May 3, 2019, the Government of Puerto Rico, through the Governor and the Fiscal Agency and Financial Advisory Authority ("AAFAF"), announced a "Definitive Restructuring Support Agreement", entered into by and among PREPA, AAFAF, the Financial Oversight and Management Board for Puerto Rico (the "FOMB"), members of the Ad Hoc Group of PREPA Bondholders, the Uninsured Supporting Holders, and the Supporting Holders, as those terms are defined therein, dated of as May 3, 2019 (the "RSA").

2. A copy of the public (redacted) version of the RSA may be found on PREPA's web site at: [https://aeepr.com/es-pr/QuienesSomos/Ley17/RSA%20-%20Public%20\(May%203rd%202019\).pdf](https://aeepr.com/es-pr/QuienesSomos/Ley17/RSA%20-%20Public%20(May%203rd%202019).pdf)

3. The remainder of this Motion includes certain references to certain provisions and/or language of the RSA. However, nothing in this Motion is intended by

¹ References herein to the Energy Bureau include the former Puerto Rico Energy Commission, when applicable.

PREPA (or by any other person or entity, including but not limited to the Government of Puerto Rico, AAFAF, or the FOMB) to be an opinion, statement, or admission regarding or relating to the applicable law, the interpretation of the RSA, the status of the RSA, any rights or obligations of any person or entity under the RSA, or any other matter.

4. Section 1.a.c of the RSA contains the following definition: "Settlement Charge' means a charge of 1 c/kWh to be implemented by PREPA and included in its customer bills by July 1, 2019."²

5. PREPA is a Debtor in a case pending before the United States District Court for the District of Puerto Rico, case no. 17-BK-4780-LTS, under Title III of the federal "PROMESA" statute.³

6. The Court in the Title III case has before it certain aspects of the RSA for approval. The Court currently is scheduled to conduct a hearing on that and other subjects on September 11, 2019.

7. Meanwhile, on May 27, 2016, PREPA filed for its first ever regulated rate review, in the instant docket. The Energy Bureau, in the rate review, ultimately issued a Final Resolution and Order on January 10, 2017, and, a Final Resolution on PREPA's Motions for Clarification and Reconsideration on March 8, 2017.

8. Also, meanwhile, the Energy Bureau conducted a separate docket (no. CEPR-AP-2016-0002) regarding the establishment of a PREPA transparent bill. The Energy Bureau, in that docket, also issued its Final Resolution and Order on January 10, 2017, although the Bureau also issued a *nunc pro tunc* order on February 6, 2017.

² Please note: (a) that in the section numbering of that definition, the "c" in 1.a.c is the roman numeral c, meaning 100 (one hundred); (b) the "c" in the definition means cent, as in one one-hundredth of a United States Dollar; and, (c) the "kWh" in the definition means kilowatt-hour.

³ PROMESA is codified as 48 U.S.C. §§ 2101–2241.

9. As the Energy Bureau is aware, the "permanent" base rates approved in the rate review went into effect on May 1, 2019.

10. PREPA now seeks to be in a position to be able to implement the Settlement Charge promptly after Title III court approval of the aspects of the RSA before the court, if such approval occurs.

11. Accordingly, on a conditional basis, PREPA now proposes, and respectfully seeks the Energy Bureau's advance approval, that PREPA, in the event that the Title III court approves the aspects of the RSA before the court, may change the customer bill format promptly after such Title III court approval: (1) to reduce by 1 cent / kWh the applicable base rate charges billed on a kWh basis; (2) to add a 1 cent / kWh base rate charge to be identified as "Settlement Charge" in English and "Cargo por Transacción" in Spanish; so that (3) the two changes (the base rate reduction and the Settlement Charge addition) offset and have no net impact on customer bills.

12. PREPA also respectfully asks that the Energy Bureau approve this Motion on a schedule consistent with PREPA's being able to implement the Settlement Charge promptly in the event of Title III court approval of the aspects of the RSA before the court.

WHEREFORE, the Puerto Rico Electric Power Authority respectfully requests that the Puerto Rico Energy Bureau grant this Conditional Motion, and, enter such other orders, if any, as are warranted.

RESPECTFULLY SUBMITTED,

IN SAN JUAN, PUERTO RICO, THIS 3rd DAY OF JULY, 2019

PUERTO RICO ELECTRIC POWER AUTHORITY



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FILING AND SERVICE

I HEREBY CERTIFY that the foregoing Conditional Motion was, on July 3, 2019, filed in person at the office of the Clerk of the Puerto Rico Energy Bureau; and, further, was sent via email to the parties of record at the following email addresses: cfl@mcvpr.com; ivc@mcvpr.com; pnieves@vnblegal.com; mmuntanerlaw@gmail.com; maribel.cruz@acueductospr.com; jfeliciano@constructorespr.net; abogados@fuerteslaw.com; eirizarry@ccdlawpr.com; edwin.quinones@aae.pr.gov; nydinmarie.watlington@cemex.com; aconer.pr@gmail.com; epenergypr@gmail.com; jorgehernandez@escopr.net; ecandelaria@camarapr.net; pga@caribe.net; manualgabrielfernandez@gmail.com; mreyes@midapr.com; agrafe@agraitlawpr.com; mgrpcorp@gmail.com; attystgo@yahoo.com.



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